

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"STAUFFER MANAGEMENT COMPANY", A DELAWARE CORPORATION,
WITH AND INTO "STAUFFER MANAGEMENT COMPANY LLC" UNDER THE
NAME OF "STAUFFER MANAGEMENT COMPANY LLC", A LIMITED LIABILITY
COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF
DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF
DECEMBER, A.D. 2000, AT 4 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.



3325943 8100M

001615801

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State
AUTHENTICATION: 0843055

DATE: 12-08-00

SMC-789 1117

**CERTIFICATE OF MERGER
MERGING
STAUFFER MANAGEMENT COMPANY
INTO
STAUFFER MANAGEMENT COMPANY LLC**

The undersigned limited liability company, organized and existing under and by virtue of the Delaware Limited Liability Company Act, does hereby certify that:

FIRST: The name and state of domicile of each of the constituent entities in the merger are as follows:

<u>Name</u>	<u>State of Domicile</u>
Stauffer Management Company	Delaware
Stauffer Management Company LLC	Delaware

SECOND: An Agreement and Plan of Merger between the parties to the merger has been adopted, approved, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Section 264 of the General Corporation Law of the State of Delaware and Section 18-209 of the Delaware Limited Liability Company Act.

THIRD: The name of the surviving limited liability company is Stauffer Management Company LLC.

FOURTH: The merger shall be effective upon the filing of this Certificate of Merger in the Office of the Secretary of State of the State of Delaware.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving limited liability company. The address of the principal place of business of the surviving limited liability company is Stauffer Management Company LLC, 1800 Concord Pike, Wilmington, DE 19850-5438.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company, on request and without cost, to any stockholder of the constituent corporation and any member of the constituent limited liability company.

IN WITNESS WHEREOF, Stauffer Management Company LLC has caused this Certificate of Merger to be duly executed in its name this 8th day of December, 2000.

Stauffer Management Company LLC

By: 

Name: Glenn M. Engelmann

Title: Chairman

SMC Merger & Cert.doc